

RECORDATION NO. 28010 - DDDDD
FILED

JUN 21 '11 -10 25 AM

SURFACE TRANSPORTATION BOARD

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June 21, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W
Washington, D C 20423

Dear Section Chief

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination and Release of Security Interest, dated as of June 21, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, Memoranda of which were previously filed with the Board under Recordation Number 28010 and 28010-A, and the Series C Security Agreement, a Memorandum of which was filed under Recordation Number 28010-XXXX

The name and address of the party to the enclosed document are

Secured Party	Deutsche Bank Trust Company Americas as Series C Subsidiary Collateral Agent 60 Wall Street, 26th Floor New York, NY 10005
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[Grantors]	The CIT Group/Equipment Financing, Inc The CIT Group/Corporate Aviation, Inc c/o CIT Group Inc 1 CIT Drive Livingston, New Jersey 07039]
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Chief, Section of Administration
June 21, 2011
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A description of the railroad equipment covered by the enclosed document is.

20 railcars within the series CITX 107003 - CITX 107198 as more particularly set forth in the equipment schedule attached to the document

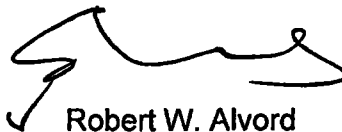
A short summary of the document to appear in the index is:

Partial Termination and Release of Security Interest

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

RWA/sem
Enclosures

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PARTIAL TERMINATION AND RELEASE OF SECURITY INTEREST

Series C

SURFACE TRANSPORTATION BOARD

The undersigned, DEUTSCHE BANK TRUST COMPANY AMERICAS, as Subsidiary Collateral Agent (as defined in the Collateral Agreement described below) for the Subsidiary Secured Parties (in such capacity, the "Collateral Agent"), does hereby terminate, release and discharge the security interest held by it on that certain railroad equipment identified on Exhibit A attached hereto (the "Released Equipment"), without recourse, representation or warranty.

Such security interest was granted pursuant to that certain Series C Collateral Agreement, dated as of March 30, 2011 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), pursuant to which, among other things, The CIT Group/Equipment Financing, Inc., The CIT Group/Corporate Aviation, Inc. and C.I.T. Leasing Corporation (collectively, the "Grantors"), granted to the Collateral Agent (including any successor collateral agent), for the benefit of the Secured Parties, a lien on, and security interest in, all of its right, title and interest in, to and under, *inter alia*, certain of each such Grantor's railcars and other rolling stock, whether now owned or hereafter acquired, a Memorandum of which was recorded with the Surface Transportation Board under Recordation No. 28010-XXXX.

This instrument shall be governed by, and construed in accordance with, the law of the State of New York

This instrument is executed upon the express conditions that (a) nothing herein contained shall be construed to release from the lien of the aforesaid Collateral Agreement or to impair said lien upon any property subject thereto, except the Released Equipment and (b) the foregoing release shall not apply to the proceeds of the disposition of the Released Equipment, which proceeds shall be subject to the lien of the aforesaid Collateral Agreement to the extent provided for therein.

[Signature pages follow]

DEUTSCHE BANK TRUST COMPANY
AMERICAS,
as Collateral Agent

By *Irene Siegel*

Name: Irene Siegel

Title: Vice President

By: *Jenna Kaufman*

Name: JENNA KAUFMAN

Title: DIRECTOR

NOTARY STATEMENT

STATE OF NEW YORK)
COUNTY OF NEW YORK)

I, _____, a Notary Public, qualified in _____ County,
New York, do hereby certify that on this 21 day of June, 2011, personally appeared
Irene Siegel and Jenna Kaufman, who acknowledged themselves
to be Vice President and Director, respectively of Deutsche
Bank Trust Company Americas, as Subsidiary Collateral Agent and that they, as such officers being
authorized to do so, executed the foregoing instrument in the capacity therein contained and for the
purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand.

My commission expires: 3/3/2015

Winsome Ferguson
Notary Public



Exhibit A

Twenty (20) 85' 110 ton Flatcars, bearing the following marks and numbers.

	Mark	Number	EIN
1.	CITX	107003	994447
2.	CITX	107009	994453
3.	CITX	107027	994471
4.	CITX	107040	994484
5.	CITX	107049	994493
6.	CITX	107069	994513
7.	CITX	107070	994514
8.	CITX	107078	994522
9.	CITX	107095	994539
10.	CITX	107096	994540
11.	CITX	107112	994556
12.	CITX	107114	994558
13.	CITX	107131	994575
14.	CITX	107137	994581
15.	CITX	107138	994582
16.	CITX	107146	994590
17.	CITX	107155	994599
18.	CITX	107175	994619
19.	CITX	107182	994626
20.	CITX	107198	994642

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated:

6/21/11



Robert W. Alvord